



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

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Local Counsel to the Fee Examiner

Order Filed on September 16, 2022
by Clerk
U.S. Bankruptcy Court
District of New Jersey

In Re:

LTL MANAGEMENT LLC,
Debtor

Case No.: 21-30589 (MBK)

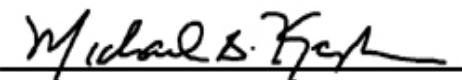
Judge: Michael B. Kaplan

Chapter 11

**ORDER ALLOWING INTERIM AND FINAL COMPENSATION FOR SERVICES
 RENDERED AND REIMBURSEMENT OF EXPENSES OF THE RETAINED
 PROFESSIONALS FOR
 THE PERIOD FROM FEBRUARY 1, 2022 THROUGH MAY 31, 2022**

The relief set forth on the following pages(s), number two (2) through three (3), is hereby
ORDERED.

DATED: September 16, 2022



Honorable Michael B. Kaplan
United States Bankruptcy Judge

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LTL MANAGEMENT LLC

Chapter 11, Case No. : 21-30589 (MBK)

Order Granting Compensation for Retained Professionals

Upon the interim and final fee applications (the “Applications”) of the professionals retained in the above-captioned Debtor’s chapter 11 case and listed on Exhibit A hereto (collectively, the “Retained Professionals” and each a “Retained Professional”), and this Court having previously authorized the employment of the Retained Professionals in the Debtor’s case; and it appearing that all of the requirements of sections 327, 328, 330, and 331 of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the local rules of this Court have been satisfied; and it further appearing that the fees and expenses incurred were reasonable and necessary; and proper and adequate notice of the Applications has been given and that no other or further notice is necessary; and no objections or other responses having been filed with regard to the Applications; and in consideration of the various recommendations of the fee examiner, Robert J. Keach (the “Fee Examiner”) with respect to the Interim Applications as set forth in the *Fee Examiner’s Consolidated Final Report Pertaining to the Fee Applications of Retained Professionals for the Period From February 1, 2022 through May 31, 2022* [Docket No. 2958] (the “Consolidated Report”); and the Court having considered the Applications of the Retained Professionals and the Consolidated Report, and good and sufficient cause appearing therefore, accordingly,

IT IS HEREBY ORDERED THAT:

1. The Applications are hereby approved in the amounts set forth on Exhibits A and B attached to this Order.

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LTL MANAGEMENT LLC

Chapter 11, Case No. : 21-30589 (MBK)

Order Granting Compensation for Retained Professionals

2. The Retained Professionals are hereby granted allowance of compensation and reimbursement of expenses in the amounts set forth on Exhibit A under the columns entitled “Total Amount Allowed per Court Order (Fees)” and “Total Amount Allowed per Court Order (Expenses)” (jointly, the “Allowed Professional Claims”).

3. The Retained Professionals included on Exhibit B are hereby granted, on a final basis, allowance of the Allowed Professional Claims set forth on Exhibit B.¹

4. The Debtor is hereby authorized and directed to remit to each Retained Professional the full amount of the Allowed Professional Claims less any and all amounts previously paid on account of such fees and expenses. Without limiting the foregoing, any amounts previously held back with respect to the period covered by the Applications may be released in payment of the Allowed Professional Claims.

5. This Order shall constitute a separate order for each Retained Professional and the appeal of any order with respect to any Retained Professional shall have no effect on the authorized fees and expenses of the other Retained Professionals.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

¹ The total expenses awarded to Cooley LLP (“Cooley”) reflect Cooley’s withdrawal of its request for reimbursement of expenses incurred by certain TCC II committee members. See *Notice of Withdrawal of Request for Reimbursement of Expenses Incurred by Certain TCC II Committee Members* [Docket No. 2998].

EXHIBIT
A

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>First Interim Fee Application</i>								
1	Anderson Kill PC [Dkt. No. 2623] <i>Counsel to the Debtor</i>	2/1/2022 - 5/31/2022	\$ 264,856.00	\$ 13,476.00	\$ -	\$ -	\$ 251,380.00	\$ -
2	Jones Day [Dkt. No. 2360] <i>Special/Appellate Litigation Counsel to Official Committee of Talc Claimants I</i>	10/14/2021 - 1/31/2022	\$ 9,799,493.75	\$ 376,790.25	\$ 55,369.17	\$ 251.50	\$ 9,422,703.50	\$ 55,117.67
3	MoloLamken LLP [Dkt. No. 2584] <i>Debtor's Special Talc Litigation Appellate Counsel</i>	5/20/2022 - 5/31/2022	\$ 65,041.00	\$ 12,452.80	\$ -	\$ -	\$ 52,588.20	\$ -
4	Orrick, Herrington & Sutcliffe LLP [Dkt. No. 2560] <i>Legal Representative for Future Talc Claimants</i>	10/14/2021 - 1/31/2022	\$ 757,879.00	\$ 32,193.98	\$ 25,848.83	\$ -	\$ 725,685.02	\$ 25,848.83
5	Randi S. Ellis [Dkt. No. 2688] <i>Talc Consultants to the Official Committee of Talc Claimants</i>	3/8/2022 - 5/31/2022	\$ 376,675.00	\$ 15,339.00	\$ 7,086.66	\$ -	\$ 361,336.00	\$ 7,086.66
6	The Brattle Group, Inc. [Dkt. No. 2688] <i>Counsel for Randi S. Ellis, Legal Representative for Future Talc Claimants</i>	1/15/2022 - 5/31/2022	\$ 897,350.00	\$ 4,832.50	\$ 135.00	\$ -	\$ 892,517.50	\$ 135.00
7	Walsh Pizzi O'Reilly Falanga LLP [Dkt. No. 2680] <i>Counsel for the Ad Hoc Committee of States</i>	3/8/2022 - 5/31/2022	\$ 573,347.00	\$ 16,000.20	\$ 2,561.76	\$ -	\$ 557,346.80	\$ 2,561.76
8	Womble Bond Dickinson (US) LLP [Dkt. No. 2718] <i>Second Interim and/or Final Fee Application</i>	3/10/2022 - 4/30/2022	\$ 13,781.50	\$ -	\$ -	\$ -	\$ 13,781.50	\$ -
9	AlixPartners, LLP [Dkt. No. 2599] <i>Counsel to the Official Committee of Talc Claimants II</i>	2/1/2022 - 5/31/2022	\$ 509,405.25	\$ 14,620.65	\$ 5,641.88	\$ 305.89	\$ 494,785.60	\$ 5,335.99
10	Bailey Glasser LLP [Dkt. No. 2581] <i>Talc Consultants for Debtor</i>	2/1/2022 - 5/31/2022	\$ 2,152,745.00	\$ 203,562.50	\$ 206,123.66	\$ 19.00	\$ 1,949,182.50	\$ 206,104.66
11	Bates White, LLC [Dkt. No. 2597] <i>Co-Counsel to the Official Committee of Talc Claimants I</i>	2/1/2022 - 5/31/2022	\$ 889,274.50	\$ 23,474.20	\$ 741.72	\$ -	\$ 865,800.30	\$ 741.72
12	Brown Rudnick LLP [Dkt. No. 2579] <i>Financial Advisor to the Official Committee of Talc Claimants</i>	3/1/2022 - 5/31/2022	\$ 4,655,854.50	\$ 260,636.00	\$ 126,328.04	\$ 9,018.21	\$ 4,395,218.50	\$ 117,309.83
13	FTI Consulting, Inc. [Dkt. No. 2583] <i>Local Counsel to the Official Committee of Talc Claimants I</i>	2/1/2022 - 5/31/2022	\$ 1,952,296.00	\$ 136,396.35	\$ 6,643.55	\$ 486.25	\$ 1,815,839.65	\$ 6,157.30
14	Genova Burns, LLC [Dkt. No. 2577] <i>Investment Banker to the Official Committee of Talc Claimants I</i>	3/1/2022 - 5/31/2022	\$ 393,415.00	\$ 6,241.50	\$ 14,210.72	\$ -	\$ 387,173.50	\$ 14,210.72
15	Houlihan Lokey Capital, Inc. [Dkt. No. 2667] <i>Counsel to the Debtor</i>	2/1/2022 - 5/31/2022	\$ 696,432.00	\$ -	\$ 4,543.83	\$ -	\$ 696,432.00	\$ 4,543.83
16	Jones Day [Dkt. No. 2604] <i>Special Counsel to the Debtor</i>	2/1/2022 - 5/31/2022	\$ 8,161,596.25	\$ 318,985.00	\$ 140,430.02	\$ 440.38	\$ 7,842,611.25	\$ 139,989.64
17	King & Spalding LLP [Dkt. No. 2595] <i>Co-Counsel to the Official Committee of Talc Claimants II</i>	2/1/2022 - 5/31/2022	\$ 315,438.80	\$ 25,699.20	\$ 12,380.00	\$ -	\$ 289,739.60	\$ 12,380.00
18	Massey & Gail [Dkt. No. 2582] <i>Special/Insurance Counsel for the Debtor</i>	2/1/2022 - 5/31/2022	\$ 1,003,801.50	\$ 5,980.00	\$ 9,674.77	\$ 1,375.00	\$ 997,921.50	\$ 8,296.77
19	McCarter & English, LLP [Dkt. No. 2598] <i>Debtor's Special Talc Litigation Appellate Counsel</i>	2/1/2022 - 5/31/2022	\$ 270,610.57	\$ 11,649.35	\$ 69.67	\$ -	\$ 258,961.22	\$ 69.67
20	Orrick, Herrington & Sutcliffe LLP [Dkt. No. 2561] <i>Co-Counsel for the Official Committee of Talc Claimants I</i>	2/1/2022 - 5/31/2022	\$ 408,200.70	\$ 22,309.08	\$ 44.12	\$ -	\$ 385,891.62	\$ 44.12
21	Otterbourg, P.C. [Dkt. No. 2588] <i>Special Bankruptcy Counsel for the Official Committee of Talc Claimants</i>	3/1/2022 - 5/31/2022	\$ 1,622,336.00	\$ 48,105.60	\$ 13,812.63	\$ 571.19	\$ 1,579,230.40	\$ 13,241.44
22	Parkins & Rubio LLP [Dkt. No. 2589] <i>Special Counsel to the Debtor</i>	2/1/2022 - 5/31/2022	\$ 556,450.87	\$ 30,019.99	\$ 12,753.62	\$ 661.27	\$ 526,430.88	\$ 12,092.35
23	Skadden, Arps, Slate, Meagher & Flom LLP [Dkt. No. 2602] <i>Special Counsel to the Debtor</i>	2/1/2022 - 5/31/2022	\$ 1,012,386.10	\$ 30,344.59	\$ 157,880.06	\$ 13.29	\$ 982,041.51	\$ 157,876.77

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Fee Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
24	<i>Special Counsel to the Debtor</i> Well, Gotshal & Manges LLP [Dkt. No. 2601]	2/1/2022 - 5/31/2022	\$ 434,219.44	\$ 28,541.81	\$ 2,827.75	\$ 40.00	\$ 405,677.63	\$ 2,787.75
25	<i>Counsel for the Debtor</i> Wollmuth Maher & Deutsch LLP [Dkt. No. 2596]	2/1/2022 - 5/31/2022	\$ 1,010,483.50	\$ 41,951.55	\$ 13,642.83	\$ -	\$ 968,531.95	\$ 13,642.83
	TOTALS		\$ 39,509,416.23	\$ 1,710,597.10	\$ 839,318.94	\$ 14,465.72	\$ 37,798,819.13	\$ 824,853.22

	Applicant	Compensation Period	Interim Fees Requested (CAD)	Fee Examiner's Recommended Fee Adjustments (CAD)	Interim Expenses Requested (CAD)	Fee Examiner's Recommended Fee Adjustments (CAD)	Interim Fees Recommended for Approval (CAD)	Interim Expenses Recommended for Approval (CAD)
26	<i>Blake, Cassels & Graydon LLP¹ [Dkt. No. 2600] Second Interim Fee Application</i>	2/1/2022 - 5/31/2022	\$ 207,415.49	\$ 9,933.10	\$ 27,604.02	\$ -	\$ 197,482.39	\$ 27,604.02
27	<i>Canadian Counsel to the Official Committee of Talc Claimants</i> Miller Thompson LLP [Dkt. No. 2233] First Interim Fee Application	12/10/2021 - 3/31/2022	\$ 250,186.00	\$ -	\$ 33,429.23	\$ -	\$ 256,186.00	\$ 33,429.23
28	<i>Canadian Counsel to the Official Committee of Talc Claimants</i> Miller Thompson LLP [Dkt. No. 2586] Second Interim Fee Application	4/1/2022 - 5/31/2022	\$ 174,404.00	\$ 6,913.15	\$ 22,672.52	\$ -	\$ 167,490.85	\$ 22,672.52
	TOTALS (CAD)		\$ 638,005.49	\$ 16,846.25	\$ 83,705.77	\$ -	\$ 621,159.24	\$ 83,705.77

¹ *Interim Expenses Requested and Interim Expenses Recommended for Approval include the Canadian harmonized sales tax.*

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Fee Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	Final Fee Applications							
29	<i>Co-Counsel for the Official Committee of Talc Claimants</i> Cooley LLP [Dkt. Nos. 1767 & 2603]	12/31/2021 - 4/12/2022	\$ 11,665,152.50	\$ 1,926,278.63	\$ 373,721.37	\$ 373,721.37	\$ 9,738,873.87	\$ -
30	<i>Counsel to the Official Committee of Talc Claimants</i> Sherman, Silverstein, Kohl, Rose & Podolsky, P.A. [Dkt. No. 2578]	2/1/2022 - 5/31/2022	\$ 337,057.50	\$ 11,095.00	\$ 10,106.94	\$ -	\$ 325,962.50	\$ 10,106.94
31	<i>Bankruptcy Co-Counsel to the Official Committee of Talc Claimants</i> Waldrup Wall Babcock & Bailey PLLC [Dkt. No. 2580]	2/1/2022 - 4/12/2022	\$ 373,983.50	\$ 20,000.00	\$ 10,451.71	\$ 1,280.74	\$ 353,988.50	\$ 9,170.97
	TOTALS		\$ 12,376,193.50	\$ 1,957,373.63	\$ 394,280.02	\$ 375,002.11	\$ 10,418,824.87	\$ 19,277.91

EXHIBIT

B

LTL MANAGEMENT LLC
CASE NO. 21-30589-MBK

Applicant	Total Fees Awarded	Total Expenses Awarded
Cooley LLP	\$9,738,873.87	\$0.00
Sherman, Silverstein, Kohl, Rose & Podolsky, P.A.	\$517,348.50	\$13,608.19
Waldrep Wall Babcock & Bailey PLLC	\$540,371.40	\$10,700.31
TOTAL:	\$10,796,593.77	\$24,308.50

In re:
LTL Management LLC
Debtor

Case No. 21-30589-MBK
Chapter 11

District/off: 0312-3
Date Rcvd: Sep 16, 2022

User: admin
Form ID: pdf903

Page 1 of 17
Total Noticed: 4

The following symbols are used throughout this certificate:

Symbol **Definition**

- + Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
- ^ Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 18, 2022:

NONE

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
db	+ Email/Text: jkim8@its.jnj.com	Sep 16 2022 20:33:00	LTL Management LLC, 501 George Street, New Brunswick, NJ 08933-0001
aty	^ MEBN	Sep 16 2022 20:29:25	Glenn M. Kurtz, White & Case LLP, 1221 Avenue of the America, New York, NY 10020-1001
aty	^ MEBN	Sep 16 2022 20:29:13	Jessica Lauria, White & Case LLP, 1221 Avenue of the America, New York, NY 10020-1001
aty	+ Email/Text: tlindsay@rcdlaw.net	Sep 16 2022 20:33:00	Rayburn, Cooper & Durham, P.A., The Carillon, Suite 1200, 227 West Trade St., Charlotte, NC 28202-1672

TOTAL: 4

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 18, 2022

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 16, 2022 at the address(es) listed below:

Name	Email Address
Adam C. Silverstein	

District/off: 0312-3

Date Rcvd: Sep 16, 2022

User: admin

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on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation asilverstein@otterbourg.com, awilliams@otterbourg.com

Adam C. Silverstein

on behalf of Interested Party Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi District Litigation asilverstein@otterbourg.com, awilliams@otterbourg.com

Adam S. Ravin

on behalf of Interested Party Imerys Talc Canada Inc. adam.ravin@lw.com

Adam S. Ravin

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Adam S. Ravin

on behalf of Interested Party Imerys Talc Vermont Inc. adam.ravin@lw.com

Alan I. Moldoff

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Alan J. Brody

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Alan J. Brody

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Albert Togut

on behalf of Interested Party Roger Frankel as Legal Representative for Future Personal Injury Claimants appointed in the Chapter 11 bankruptcy case of Cyprus Mines Corporation altogut@teamtogut.com, eozuna@teamtogut.com;seratner@teamtogut.com;dperson@teamtogut.com

Alexander Walker Cogbill

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Allison J. Arotsky

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Amanda Rush

on behalf of Plaintiff LTL Management LLC asrush@jonesday.com

Amanda Rush

on behalf of Debtor LTL Management LLC asrush@jonesday.com

Andreas Milliaressis

on behalf of Interested Party Hartford Accident and Indemnity Company adm@stevenslee.com

Andreas Milliaressis

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Andrew Ambruoso

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Andrew Craig

on behalf of Creditor Allstate Insurance Company acraig@windelsmarx.com

Andrew Golden

on behalf of Interested Party Cyprus Mines Corporation agolden@kasowitz.com

Andrew J. Kelly

on behalf of Interested Party Blue Cross Blue Shield of Massachusetts Inc. akelly@kbtlaw.com, wsheidan@kbtlaw.com; tgraga@kbtlaw.com

Andrew S. Richmond

on behalf of Interested Party Williams Hart Boundas Easterby LLP, on behalf of certain personal injury claimants (Williams Hart Plaintiffs) arichmond@pryorcashman.com

Andrew T. Frankel

on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) afrankel@stblaw.com

Andy Frankel

on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) afrankel@stblaw.com

Anthony Sodono, III

on behalf of Creditor Alishia Landrum Committee Member asodono@msbnj.com

Anthony Sodono, III

on behalf of Creditor Dr. Rebecca Love asodono@msbnj.com

Arthur Abramowitz

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Arthur Abramowitz

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Arthur Abramowitz

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Arthur Abramowitz

on behalf of Other Prof. FTI Consulting Inc. aabramowitz@shermansilverstein.com, jbaugh@shermansilverstein.com; mmorris@shermansilverstein.com

Arthur Abramowitz

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Arthur Abramowitz

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Autumn D. Highsmith

on behalf of Interested Party State of Texas autumn.highsmith@oag.texas.gov

Bethany Theriot

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Bill Graham

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Brad B. Erens

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Brad B. Erens

on behalf of Plaintiff LTL Management LLC bberens@jonesday.com

Brad Jeffrey Axelrod

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Brad Jeffrey Axelrod

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District/off: 0312-3

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Date Rcvd: Sep 16, 2022

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Total Noticed: 4

Brett Kahn

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Brian R. Ade

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Brian W. Hofmeister

on behalf of Attorney Law Firm of Brian W. Hofmeister of behalf of various claimants bwh@hofmeisterfirm.com, j119@ecfcbis.com

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Cary Joshi

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Christopher K. Kiplok

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Christopher M. Placitella

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Christopher M. Placitella

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on behalf of Attorney Christopher M. Placitella cplacitella@cprlaw.com cmcnels@cprlaw.com

Christopher M. Placitella

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